

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
Debtors.) Jointly Administered
Re: Docket No. 19378, 19461 24294, 24341
2/16/10 Agenda Item No. 1

**AGREED ORDER WITHDRAWING OBJECTION TO SEATON
INSURANCE COMPANY CLAIM WITHOUT PREJUDICE**

This matter, having come to be heard on the Debtors' Twenty-Fifth Omnibus Objections to Claims (Docket No. 19378), wherein the Debtors objected to, among others, the claim of Seaton Insurance Company, identified as Claim No. 15531 (the "Seaton Claim") and sought to have the Seaton Claim reclassified from a secured claim to an unsecured claim; Seaton having filed a response on September 4, 2008 (Docket No. 19461); the parties thereafter having entered into that certain Stipulation Among the Plan Proponents, OneBeacon America Insurance Company and Seaton Insurance Company (the "Stipulation") (Docket No. 24294) which relates to, among other things, the Seaton Claim; the parties being in agreement with respect to this Order; and, the Court being otherwise fully advised in the premises,

HEREBY ORDERS AS FOLLOWS:

The Debtors' objection with respect to the Seaton Claim is hereby withdrawn, without prejudice, and, except as otherwise expressly provided in the Stipulation, all parties and the Asbestos PI Trust preserve all rights and defenses to the Seaton Claim, including but not limited

to the right to object to the Seaton Claim at any time in the future on any basis and Seaton preserves any and all of its rights and defenses with respect to the Seaton Claim and any objections thereto.

Dated: February 25, 2010

Judith K. Fitzgerald
Honorable Judith K. Fitzgerald
U.S. Bankruptcy Judge